Form (2)

Sr.No.....................

Date.....................

THE REPUBLIC OF THE UNION OF MYANMAR

The Myanmar Investment Commission

PERMIT

Permit No. 964 /2015 Date 10th JUNE 2015

This Permit is issued by the Myanmar Investment Commission according to the section 13, sub-section (b) of the Republic of the Union of Myanmar Foreign Investment Law-

(a) Name of Investor/Promoter MR. YASUNOBU MIYANAGA

(b) Citizenship JAPANESE

(c) Address 3-37-3 KAMAKURA, KATSUSHIKA-CITY, TOKYO, JAPAN

(d) Name and Address of Principal Organization HTR MANAGEMENT LTD. 17, KAWARAI-CHO, KUKI CITY, SAITAMA PREFECTURE, JAPAN

(e) Place of incorporation JAPAN

(f) Type of investment business AUTOMOBILE MAINTENANCE AND REPAIR SERVICES

(g) Place(s) at which investment is permitted NO.5, THIRIMON 10TH STREET, THIRIMON 1 QUARTER, MAYANGONE TOWNSHIP, YANGON REGION

(h) Amount of foreign capital US$ 1.00 MILLION

(i) Period for foreign capital brought in WITHIN ONE YEAR FROM THE DATE OF ISSUANCE OF MIC PERMIT

(j) Total amount of capital (Kyat) US$ 1.00 MILLION

(k) Construction period 12 MONTHS

(l) Permitted duration of investment 30 YEARS

(m) Form of investment JOINT VENTURE

(n) Name of company incorporated in Myanmar HTS MYANMAR COMPANY LIMITED

Chairman

The Myanmar Investment Commission

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော်
မြန်မာနိုင်ငံ ရင်းနှီးမြှုပ်နှံမှု ကော်မရှင်
ခွင့်ပြုမိန့်

ခွင့်ပြုမိန့်အမှတ် ၉၆၄ / ၂၀၁၅ ၂၀၁၅ ခုနှစ် ဇွန် လ ၁၀ ရက်

ပြည်ထောင်စုသမ္မတ မြန်မာနိုင်ငံတော်နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှု ဥပဒေပုဒ်မ-၁၃၊ ပုဒ်မခွဲ(ခ) အရ ဤခွင့်ပြုမိန့်ကို မြန်မာနိုင်ငံ ရင်းနှီးမြှုပ်နှံမှု ကော်မရှင်က ထုတ်ပေးလိုက်သည် -

(က) ကမကထပြုသူ၏အမည် MR. YASUNOBU MIYANAGA

(ခ) နိုင်ငံသား JAPANESE

(ဂ) နေရပ်လိပ်စာ 3-37-3 KAMAKURA, KATSUSHIKA-CITY, TOKYO, JAPAN

(ဃ) ပင်မအဖွဲ့အစည်းအမည်နှင့် လိပ်စာ HTR MANAGEMENT LTD. 17 KAWARAI-CHO, KUKI CITY, SAITAMA PREFECTURE, JAPAN

(င) ဖွဲ့စည်းရာအရပ် JAPAN

(စ) ရင်းနှီးမြှုပ်နှံသည့်လုပ်ငန်းအမျိုးအစား မော်တော်ယာဉ်ပြုပြင်ခြင်းနှင့်ထိန်းသိမ်းခြင်းဝန်ဆောင်မှုလုပ်ငန်း

(ဆ) ရင်းနှီးမြှုပ်နှံသည့်အရပ်ဒေသ(များ) အမှတ် - ၅ ၊ သီရိမွန် (၁၀)လမ်း၊ သီရိမွန်(၁)ရပ်ကွက်၊ မရမ်းကုန်းမြို့နယ်၊ ရန်ကုန်တိုင်းဒေသကြီး

(ဇ) နိုင်ငံခြားမတည်ငွေရင်း ပမာဏ အမေရိကန်ဒေါ်လာ ၁.၀၀ သန်း

(ဈ) နိုင်ငံခြားမတည်ငွေရင်းယူဆောင်လာရမည့်ကာလ ခွင့်ပြုမိန့် ရရှိသည့်နေ့မှ (၁) နှစ်အတွင်း

(ည) စုစုပေါင်း မတည်ငွေရင်းပမာဏ(ကျပ်) အမေရိကန်ဒေါ်လာ ၁.၀၀ သန်း

(ဋ) တည်ဆောက်မှုကာလ ၁၂ လ

(ဌ) ရင်းနှီးမြှုပ်နှံခွင့်ပြုသည့် သက်တမ်း ၃၀ နှစ်

(ဍ) ရင်းနှီးမြှုပ်နှံမှုပုံစံ ဖက်စပ်နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှု

(ဎ) မြန်မာနိုင်ငံတွင် ဖွဲ့စည်းမည့် ကုမ္ပဏီအမည် HTS MYANMAR COMPANY LIMITED

ဥက္ကဋ္ဌ
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

THE REPUBLIC OF THE UNION OF MYANMAR
MYANMAR INVESTMENT COMMISSION.
No.(1), Thitsar Street, Yankin Township, Yangon

Our ref : DICA-5(O) /003/2015(170) Tel: 01- 658130
Date : 10th June 2015 Fax: 01-658142

Subject : **Decision of the Myanmar Investment Commission on the Proposal for "Automobile Maintenance and Repair Services" under the name of "HTS Myanmar Company Limited"**

Reference: HTS Myanmar Company Limited Letter dated (22.4.2015)

1. The Myanmar Investment Commission, at its meeting (7 /2015) held on 28th April, 2015 had approved the proposal for investment in " Automobile Maintenance and Repair Services " under the name of "HTS Myanmar Company Limited" submitted as a joint venture between HTR Management Ltd. (54%) of Japan and Pyei Phyo Aung Co., Ltd. (46%) of the Republic of the Union of Myanmar.

2. Hence, the "Permit" is herewith issued in accordance with Chapter VII, section 13(b) of the Foreign Investment Law and Chapter VIII, Rule 49 of the Foreign Investment Rules relating to the Foreign Investment Law. Terms and conditions to the "Permit" are stated in the following paragraphs.

3. The permitted duration of the project shall be initial 30 (thirty) years. The land lease period shall be initial 10 (ten) years from the date of signing of the Lease Agreement and can be extendable by mutual agreement between the lessor and the lessee.

4. The rent for the land of 0.175 acres (709.77 square metre) shall be Kyat 1,000,000 per month (Kyat one million) for the first 6 months of the preparation period", kyat 5,500,000 (Kyat five million and five hundred thousand only) per month for first 5 (five) years period and can be extendable by mutual agreement between U Aung Kyaw Moe and HTS Myanmar Company Limited. The monthly rental rate shall be revised every 5 (five) years term base on prevailing land lease rate.

5. In issuing this "Permit," the Commission has granted exemption and relief as per Chapter XII, section 27(a), income tax exemption for a period of five consecutive years including the year of commencement of commercial

operation of the Foreign Investment Law. Other exemptions and reliefs under section 27 shall have to be applied upon the actual performance of the project.

6. HTS Myanmar Company Limited shall have to sign the Lease Agreement for land with U Aung Kyaw Moe. HTR Management Company Limited shall have to sign the Joint Venture Agreement with Pyei Phyo Aung Company Limited. After signing such Agreements, each of (5) copies shall have to be forwarded to the Commission.

7. HTS Myanmar Company Limited in consultation with the Department of Company Registration, Directorate of Investment and Company Administration shall have to be registered. After registration, (5) copies each of Certificate of Incorporation and Memorandum of Association and Articles of Association shall have to be forwarded to the Commission.

8. HTS Myanmar Company Limited shall use its best efforts for timely of realization of works stated in the proposal. If none of such works has been commenced within one year from the date of issue of this "Permit", it shall become null and void.

9. HTS Myanmar Company Limited has to abide by Chapter X, Rule 58 and 59 of the Foreign Investment Rules for construction period.

10. As per Chapter X, Rule 61 of the Foreign Investment Rules, extension of construction period shall not be allowed more than twice except it is due to unavoidable events such as natural disasters, instabilities, riots, strikes, emergency of State condition, insurgency and outbreak of wars.

11. As per Chapter X, Rule 63 of the Foreign Investment Rules, if the HTS Myanmar Company Limited cannot construct completely in time during the construction period or extension period, the Commission will have to withdraw the permit issued to the investor and there is no refund for the expenses of the project.

12. The commercial date of operation shall be reported to the Commission.

13. The Commission approves periodical appointments of foreign experts and technicians from abroad as per proposal and also in accordance with Chapter XI, section 24 and section 25 of the Foreign Investment Law and HTS Myanmar Company Limited has to follow the existing Labour Laws for

the recruitment of staff and labour for training in accordance with Chapter XIII, Rule 84 of the Foreign Investment Rules.

14. In order to evaluate foreign capital and for the purpose of its registration in accordance with the provisions under Chapter XV, section 37 of the Foreign Investment Law, it is compulsory to report as early as possible in the following manner:-

(a) the amount of foreign currency brought into Myanmar, attached with the necessary documents issued by the respective bank where the account is opened and defined under Chapter XVI, Rule 134 and 135 of the Foreign Investment Rules;

(b) the detailed lists of the type and value of foreign capital defined under Chapter I, section 2(i) of the Foreign Investment Law, other than foreign currency.

15. Whenever HTS Myanmar Company Limited brings in foreign capital defined under Chapter I, section 2(i) of the Foreign Investment Law, other than foreign currency in the manner stated in paragraph 14(b) mentioned above, the Inspection Certificate endorsed and issued by an internationally recognized Inspection Firm with regard to quantity, quality and price of imported materials shall have to be attached.

16. HTS Myanmar Company Limited has the right to make account transfer and expend the foreign currency from his bank account in accordance with Chapter XVI, Rule 136 of the Foreign Investment Rules and for account transfer of local currency generated from the business to the local currency account opened at the bank by a citizen or a citizen-owned business in the Union and right to transfer back the equivalent amount of foreign currency from the foreign currency bank account of a citizen or citizen-owned business by submitting the sufficient document in accordance with Chapter XVII, Rule 145 of the Foreign Investment Rules.

17. HTS Myanmar Company Limited shall report to the Commission for any alteration in the physical and financial plan of the project. Cost over-run, over and above the investment amount pledged in both local and foreign currency shall have to be reported as early as possible.

18. HTS Myanmar Company Limited shall be responsible for the preservation of the environment at and around the area of the project site. In addition to this, it shall carry out as per instructions made by Ministry of Environmental Conservation and Forestry in which to conduct an Environmental Management Plan (EMP) which describe the measure to be taken for preventing, mitigation and monitoring significant environmental impacts resulting from the implementation and operation of proposed project or business or activity has to be prepared and submitted and to perform activities in accordance with this EMP and to abide by the environmental policy, Environmental Conservation Law and other environmental related rules and regulations.

19. HTS Myanmar Company Limited shall have to abide by the Fire Services Department's rules, regulation directives and instructions.

20. Payment of principal and interest of the loan (if any) shall be made out of the services income of HTS Myanmar Company Limited.

21. HTS Myanmar Company Limited in consultation with Myanma Insurance, shall effect such types of insurance defined under Chapter XII, Rule 79 and 80 of the Foreign Investment Rules.

(Zay Yar Aung)

Chairman

HTS Myanmar Company Limited

cc: 1. Office of the Government of the Republic of the Union of Myanmar

2. Ministry of Home Affairs
3. Ministry of Foreign Affairs
4. Ministry of Environmental Conservation and Forestry
5. Ministry of Electric Power
6. Ministry of Immigration and Population
7. Ministry of Industry

8. Ministry of Commerce
9. Ministry of Finance
10. Ministry of National Planning and Economic Development
11. Ministry of Labour, Employment and Social Security
12. Central Bank of Myanmar
13. Office of the Yangon Region Government
14. Director General, Fire Services Department
15. Director General, Department of Environmental Conservation
16. Director General, Department of Forestry
17. Managing Director, Myanma Electric Power Enterprise
18. Director General, Immigration and National Registration Department
19. Director General,Directorate of Industrial Supervision and Inspection
20. Director General, Directorate of Trade
21. Managing Director, Myanma Foreign Trade Bank
22. Managing Director, Myanma Investment and Commercial Bank
23. Director General, Internal Revenue Department
24. Director General, Customs Department
25. Managing Director, Myanma Insurance
26. Director General, Directorate of Investment and Company Administration
27. Director General, Directorate of Labour
28. Chairman, Republic of the Union of Myanmar Federation of Chambers of Commerce and Industry(UMFCCI)